



**AEDIFICA  
PUBLIC REGULATED REAL ESTATE COMPANY  
UNDER BELGIAN LAW  
LIMITED LIABILITY COMPANY  
(THE “COMPANY”)**

**RUE BELLIARD / BELLIARDSTRAAT 40 BOX 11  
1040 BRUSSELS**

**R.L.E. BRUSSELS 0877.248.501**

**AGENDA OF THE ORDINARY GENERAL MEETING  
TO BE HELD ON 9 MAY 2023 AT 15:00 CEST  
AT HILTON BRUSSELS GRAND PLACE, CARREFOUR DE L’EUROPE /  
EUROPAKRUISPUNT 3, 1000 BRUSSELS, BELGIUM**

1. Acknowledgement of the annual report on the statutory and consolidated financial year closed per 31 December 2022

This being merely an acknowledgement, this item does not call for the adoption of a decision by the General Meeting. Consequently, no proposal for a resolution is included in the present convocation on this agenda item.

2. Acknowledgement of the report of the Statutory Auditor on the statutory annual accounts closed per 31 December 2022 and of the report of the Statutory Auditor on the consolidated annual accounts closed per 31 December 2022

This being merely an acknowledgement, this item does not call for the adoption of a decision by the General Meeting. Consequently, no proposal for a resolution is included in the present convocation on this agenda item.

3. Acknowledgement of the consolidated annual accounts closed per 31 December 2022

This being merely an acknowledgement, this item does not call for the adoption of a decision by the General Meeting. Consequently, no proposal for a resolution is included in the present convocation on this agenda item.

4. Acknowledgement and approval of the statutory annual accounts closed per 31 December 2022 and allocation of financial results

Proposal to approve the statutory annual accounts closed per 31 December 2022, including the allocation of the results proposed therein. Accordingly, proposal to distribute to the shareholders a gross dividend of €3.70 per share (divided as follows between coupon no. 30: €1.8145 (already detached on 24 June 2022 after closing of the markets) and coupon no 31: €1.8855 (to be detached pursuant to this general meeting)) with payment date on or around 16 May 2023.



5. Acknowledgement and approval of the remuneration report that constitutes a specific part of the corporate governance statement

Proposal to approve the remuneration report that constitutes a specific part of the corporate governance statement.

6. Discharge to the Company's Directors

Proposal to grant discharge, by means of a separate vote, to each of the Company's (current and former) Directors for the performance of their mandate during the financial year closed per 31 December 2022.

7. Discharge to the Company's Statutory Auditor

Proposal to grant discharge to the Company's Statutory Auditor for the performance of its mandate during the financial year closed per 31 December 2022.

8. Renewal of Director-mandates

- 8.1. Proposal to, upon proposal of the Nomination and Remuneration Committee, by means of a separate vote, renew the mandate as Director of the following persons with immediate effect:

- Ms Marleen Willekens, as non-executive independent Director, until the end of the Ordinary General Meeting to be held in 2026;
- Mr Pertti Huuskonen, as non-executive independent Director, until the end of the ordinary general meeting to be held in 2026;
- Mr Luc Plasman, as non-executive independent Director, until the end of the ordinary general meeting to be held in 2026;
- Mr Sven Bogaerts, as executive Director, until the end of the ordinary general meeting to be held in 2026;
- Ms Ingrid Daerden, as executive Director, until the end of the ordinary general meeting to be held in 2026;
- Mr Charles-Antoine van Aelst, as executive Director, until the end of the ordinary general meeting to be held in 2026;

The curriculum vitae of the proposed Directors is available on <https://aedifica.eu/aedifica/corporate-governance/>. In accordance with Article 14, §4, 3rd io 1st section of the Law of 12 May 2014 on regulated real estate companies, the Company has previously notified the FSMA of each of these reappointments.

Given their professional competence (as shown by their curriculum) and contribution to the proper functioning of the Board of Directors and its committees, the Board of Directors proposes to renew the mandate of the aforementioned Directors. In the opinion of the Board of Directors, the aforementioned non-executive directors continue to meet the



independence criteria defined by Article 7:87, §1 of the Code of Companies and Associations and Article 3.5 of the Belgian Corporate Governance Code 2020.

- 8.2. Proposal to remunerate the mandate of Mr Pertti Huuskonen, Mr Luc Plasman and Ms Marleen Willekens in accordance with the remuneration policy. The mandate of Mr Sven Bogaerts, Ms Ingrid Daerden and Mr Charles-Antoine van Aelst as executive Directors will not be separately remunerated.
9. Approval of change of control clauses in the credit agreements and debt instruments binding the Company:

Proposal to, in accordance with Article 7:151 of the Code of Companies and Associations, approve, and ratify if necessary, all provisions, incorporated in the following credit agreements, which provide for a possible early repayment, and/or an immediate suspension of the use, of the credit in the event of change of control over the Company:

- Credit agreement between the Company and Belfius Bank NV/SA dated 31 March 2022 for a credit amount of €30 million;
- Credit agreements between the Company and KBC Belgium NV/SA dated 7 April 2022 for a credit amount of (i) €40 million and (ii) €35 million;
- Credit agreement between the Company and Intesa Sanpaolo S.p.A., Amsterdam branch, dated 8 June 2022 for a credit amount of €100 million;
- Credit agreement between the Company and ING Belgium NV/SA dated 14 June 2022 for a credit amount of €60 million;
- Credit agreement between the Company and Bank Of China (EUROPE) S.A. dated 1 July 2022 for a credit amount of £50 million;
- Credit agreements between the Company and BNP Paribas Fortis NV/SA dated 6 July 2022 for a credit amount of (i) €30 million and (ii) £50 million;
- Credit agreement between the Company and ABN Amro Bank N.V. dated 28 July 2022 for a credit amount of €50 million;
- Credit agreements between the Company and ING Belgium NV/SA dated 22 November 2022 for a credit amount of (i) €37.5 million and (ii) €12.5 million;
- The Company's guarantees towards the European Investment Bank, in favour of Hoivatilat Oyj (a wholly-owned subsidiary of the Company) for the fulfilment of the latter's payment obligations under the credit agreements it entered into with the European Investment Bank on 21 May 2018 and 20 June 2019 and subsequently and most recently amended on 28 February 2023, for a credit amount of (i) €20 million and (ii) €30 million.
- Credit agreement between the Company and KBC Belgium N.V. dated 30 January 2023 for a credit amount of €40 million.

10. Miscellaneous